



AVILLION BERHAD

Registration No. 199201013018 (244521-A) (Incorporated in Malaysia)

## NOTICE OF THE TWENTY-NINETH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 29<sup>th</sup> Annual General Meeting of **AVILLION BERHAD** will be held fully virtual at the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur on Thursday, 30 September 2021 at 2.00 p.m. for the purpose of transacting the following businesses:-

### Agenda

#### As Ordinary Business

- To receive the Audited Financial Statements for the financial year (**Explanatory Note 1**) ended 31 March 2021 together with the Directors' and Auditors' Report thereon.
- To re-elect the following Directors who are retiring pursuant to Clause 100 of the Company's Constitution and being eligible, have offered themselves for re-election:
  - Mr. Onn Kien Hoe; and **Resolution 1**
  - Datuk Roslan Bin Abdul Rahman **Resolution 2**(**Explanatory Note 2**)
- To approve the payment of Directors' fees and other emoluments of RM174,000.00 for the financial year ended 31 March 2021. **Resolution 3**
- To approve the payment of Directors' fees and benefits to Non-Executive Directors up to an amount not exceeding RM260,000.00 (**Explanatory Note 3**) from 1 April 2021 until the next Annual General Meeting. **Resolution 4**
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 31 March 2022 and to authorize the Directors to fix their remuneration. **Resolution 5**

#### As Special Business

- To consider and, if thought fit, to pass the following resolution: - **Resolution 6**  
Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 (**Explanatory Note 4**)

"That pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being, subject always to the approvals of all the relevant regulatory authorities."

- As Other Business

To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 2016.

By Order of the Board

**Wong Youn Kim**

(MAICSA No. 7018778)

(SSM Practising Certificate No. 201908000410)

Company Secretary

Kuala Lumpur

Date: 30 August 2021

#### Notes :

##### REMOTE PARTICIPATION AND VOTING

- The Broadcast Venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be physically present at the main venue in Malaysia. No shareholders/proxies/corporate representatives shall be physically present at the Broadcast Venue on the meeting day. Members are advised to refer to the Administrative Guide which is available on the Company's corporate website at <https://www.avillionberhad.com/investor-relations/general-meeting/general-meeting-documents/>, for the remote participation and voting at the AGM using the Virtual Meeting Facilities.

##### INFORMATION FOR SHAREHOLDERS/PROXIES

- A member entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting.
- A member may appoint not more than 2 proxies to attend the same meeting.
- A proxy may but need not to be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend the Meeting shall have the same rights as the member to speak and vote at the Meeting. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The Form of Proxy must be signed by the appointor or by his attorney duly authorised in writing or if the appointor is a corporation, either under seal or under hand of an officer or attorney duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- The Proxy Form must be deposited at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend and vote at the 29th Annual General Meeting ("AGM"), the Company shall be requesting the Record of Depositors as at 24 September 2021. Only a depositor whose name appears on the Record of Depositors as at 24 September 2021 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy (ies) to attend and vote on his/her stead.

#### Explanatory Notes

- To receive and adopt the Audited Financial Statements**  
Agenda item no. 1 is meant for discussion only as the provisions of Section 340(1)(a) of the Companies Act, 2016, does not require a formal approval of the shareholders and hence, is not put forward for voting.
- To re-elect Mr. Onn Kien Hoe and Datuk Roslan Bin Abdul Rahman who retire pursuant to Clause 100 of the Company's Constitution and being eligible, have offered themselves for re-election.**  
Clause 100 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company. The Directors who are subject to retirement by rotation in accordance with Clause 100 of the Company's Constitution are Mr. Onn Kien Hoe and Datuk Roslan Bin Abdul Rahman.

The Board has conducted assessments on Directors on character, integrity, competence, and experience and time commitment in effectively discharging their respective roles as Directors of the Company. The individual Directors were assessed based on performance criteria set in the areas of Board dynamics and participation, competency and capability, independence and objectivity, probity and personal integrity, contribution and performance together with their ability to make analytical inquiries and offer advice and guidance. The Board agreed with NC's recommendation that the Directors who retire in accordance with Clause 100 of the Company's Constitution is eligible to stand for re-election. The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

- Payment of Directors' fees and benefits to Non-Executive Directors**  
Section 230(1) of the Companies Act, 2016 which came into effect on 31 January 2017, provides among others, that the fees of Directors and any benefits payable to Directors shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for the payment of Directors' fees and for benefits payable to Non-Executive Directors to be paid monthly in arrears after each month of completed service of the Directors.

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**  
The proposed resolution 6, if passed will give the Directors of the Company authority to issue and allot shares as the Directors in their discretion consider to be in the best interest of the Company, without having to convene a general meeting as it would be both time-consuming and costly to organise a general meeting. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The renewal of this general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), acquisitions, working capital and/or settlement of bank facilities.



**AVILLION BERHAD**  
**Registration No. 199201013018 (244521-A)**  
**(Incorporated in Malaysia)**

Date : 30 August 2021

Dear Valued Shareholders,

**RE: TWENTY-NINTH ANNUAL GENERAL MEETING OF AVILLION BERHAD ("29<sup>th</sup>AGM")**

We are pleased to inform you that the 29<sup>th</sup> AGM of Avillion Berhad ("the company") will be held as follow:

Date : 30 September 2021

Time : 2.00 p.m.

Venue : Held fully virtual from the broadcast venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur

As part of our commitment to create a culture of sustainability within the Group and the community and managing the impact on the environment, we have significantly reduced the number of printed copies of our Annual Report for this financial year.

In this respect, please scan the QR code for the documents of the company as stated below:

1. Annual Report 2021;
2. Notice of the 29<sup>th</sup> AGM;
3. Proxy Form;
4. Request Form – Annual Report 2021; and
5. Administration Guide for remote participation via virtual facilities.



Scan Here

Alternatively, you may proceed to download the Annual Report 2021, Notice of the 29<sup>th</sup> AGM, Proxy Form, Annual Report 2021 Request Form and Administration Guide for remote participation via virtual facilities from <https://www.avillionberhad.com/investor-relations/general-meeting/general-meeting-documents/>

We thank you for your continued support.

Thank you.

Yours faithfully,  
For and on behalf of the Board  
**AVILLION BERHAD**

**Tan Sri Dato' Sri Dr. Samsudin Bin Hitam**  
**Non-Executive Chairman**